

CODE OF BY-LAWS
OF
INDIANA GEOGRAPHIC INFORMATION COUNCIL, INC.

Adopted May 16, 2002

ARTICLE 1
Identification

Section 1.01. Name. The name of the Corporation is Indiana Geographic Information Council, Inc. (the “Corporation”).

ARTICLE 2
Board of Directors

Section 2.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 2.02. Number. There shall be twenty-five (25) Directors of the Corporation, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than three (3) nor increased to more than twenty-nine (29) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 2.03. Election or Appointment. One (1) Director shall be appointed by each of the following organizations: State of Indiana Information Technology Oversight Commission, Indiana Association of Cities and Towns, Association of Indiana Counties, Indiana Society of Professional Land Surveyors, and Indiana County Surveyors Association (the “Appointed Directors”). All other members of the Board of Directors shall be elected at the annual meeting

provided in this Article 2 of this Code of By-Laws (the “Elected Directors”). The Elected Directors shall be divided into three classes as nearly equal in number as possible. The terms of Elected Directors in the first group expire at the first annual meeting after their election, the terms of the second group expire at the second annual meeting after their election, and the terms of the third group expire at the third annual meeting after their election. At each annual meeting held thereafter, Elected Directors shall be chosen for a term of three (3) years to succeed those whose term expires.

Section 2.04. Term. Except as provided in Section 2.03, each Elected Director shall serve for a term of three (3) years or until a successor is elected and qualified, or until the member has resigned or been removed. Incumbent Elected Directors shall be eligible for re-election; provided, however, that no Elected Director shall serve for more than two (2) consecutive terms if there are other individuals who are willing and able to serve as a Director. Appointed Directors shall serve until they resign or are removed by the respective appointing organization.

Section 2.05. Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal or otherwise may be filled by the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Elected Director causing the vacancy and until a successor shall be elected and qualified. A vacancy in the office of an Appointed Director shall be filled by the respective appointing organization.

Section 2.06. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. In addition, an Appointed Director shall give notice to the respective appointing organization. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 2.07. Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”). In addition, any Appointed Director may be removed by his or her appointing organization with or without cause.

Section 2.08. Meetings. The Board of Directors shall meet each year either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The annual meeting shall be for the purpose of organization, election of directors and officers and consideration of any other business that may properly be brought before the meeting and shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting.

Section 2.09. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same or by telephoning, telegraphing, “e-mailing” or delivering personally the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except

where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.10. Quorum. A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 2.11. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 2.12. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 2.13. Meeting by Telephone, etc. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously

communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 3

Officers

Section 3.01. Officers and Agents. The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 3.02. Election, Term of Office and Qualification. All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 3.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until a successor is elected and qualified, or until the officer's death, resignation or removal.

Section 3.04. President. The President shall preside at all meetings of the Board of Directors, if present; shall appoint the chairmen and members of all standing and temporary committees, subject to the review of the Board of Directors; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the

Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors.

Section 3.05. Vice-President. The Vice-Presidents, in the order designated by the President or the Board, shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe.

Section 3.06. Secretary. The Secretary shall have the custody and care of the corporate records and the minutes book of the Corporation. The Secretary shall attend all the meetings of the Board of Directors of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors or the President.

Section 3.07. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President.

Section 3.08. Assistant Officers. The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of By-Laws, the Board of Directors or the President.

Section 3.09. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 3.10. Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 4

Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE 5

Financial Affairs

Section 5.01. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 5.02. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness in an amount greater than [six

hundred] Dollars (\$600.00) shall, unless otherwise directed by the Board of Directors or required by law, be signed by any two (2) of the following officers who are different persons: President, Executive Director, a Vice-President, or Treasurer; provided, however, that any such obligations in an amount equal to or less than [six hundred___] Dollars (\$600.00) may be signed by any one (1) of such preceding officers. The Board of Directors may, however, designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf.

Section 5.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

ARTICLE 6

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE 7

Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE 8
Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 9
Amendments

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a two-thirds (2/3) majority of the Directors; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.